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- CINTERSTATE COMMERCE COMMISSION  
ELIAS C. ALVORD (1942)  
ELLEWORTH C. ALVORD (1964)

LAW OFFICES

ALVORD AND ALVORD

16685 A

FILED 1989

OF COUNSEL  
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918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

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INTERSTATE COMMERCE COMMISSION

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(202) 393-2156

\* ALSO ADMITTED IN NEW YORK

\* ALSO ADMITTED IN MARYLAND

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INTERSTATE COMMERCE COMMISSION

December 28, 1989

9-362A027

16685

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423RECORDATION NO. 16685  
FILED 1989

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INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies # each of four (4) related primary documents described as 1) Assignment and Purchase Agreement (1989) dated as of December 2, 1989 ("Assignment") 2) Memorandum of Trust Indenture and Security Agreement dated as of December 2, 1989 ("Security Agreement"), 3) Memorandum of Trust Agreement dated as of December 2, 1989 ("Trust Agreement") and 4) Memorandum of Equipment Lease dated as of December 2, 1989 ("Lease").

The names and addresses of the parties to the enclosed documents are:

Assignment

Assignor: Oxy Petrochemicals Inc.  
Five Greenway Plaza  
Suite 2500  
Houston, TX 77046

Assignee: The Connecticut National Bank  
777 Main Street  
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21201

\* Two Copies of document 1).

Ms. Noreta R. McGee  
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- -

Trust Agreement:

Trustor: Ford Motor Credit Company  
c/o United States Capital Equipment  
Fairlane Plaza South, Suite 700  
330 Town Center Drive  
Dearborn, MI 48126

Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Lease

Lessor: The Connecticut National Bank, as Owner Trustee  
777 Main Street, MSN 238  
Hartford, CT 06115

Lessee: Oxy Petrochemicals, Inc.  
Five Greenway Plaza  
Suite 2500  
Houston, TX 77046

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$60 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

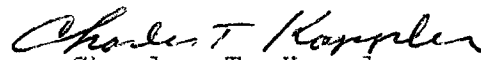
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

Ms. Noreta R. McGee  
December 28, 1989  
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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989) between Oxy Petrochemicals, Inc. ("Oxy"), Assignor, and The Connecticut National Bank, Owner Trustee ("CNB"), Memorandum of Trust Indenture and Security Agreement between "CNB" and Mercantile-Safe Deposit and Company, Indenture Trustee; Memorandum of Trust Agreement between Ford Motor Credit Company, Trustor, and CNB; and Memorandum of Equipment Lease between CNB, Lessor, and OXY, Lessee, each dated as of December 2, 1989, covering railcars.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of the 2nd day of December, 1989, by and between Mercantile-Safe Deposit and Trust Company ("Indenture Trustee"), as secured party, having its principal offices at Two Hopkins Plaza, Baltimore, Maryland 21201, and The Connecticut National Bank ("Lessor"), as debtor, having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Indenture and Security Agreement dated as of December 2, 1989, Lessor has granted Indenture Trustee a security interest in all of its right, title and interest in the equipment described in Appendix A (the "Equipment") and in that certain Equipment Lease Agreement, dated as of December 2, 1989 (the "Lease"), by and between Lessor and Oxy Petrochemicals Inc., which Lease covers the Equipment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as Owner Trustee,  
as Lessor

By: 

Name: W. R. MUNROE

Title: Trust Officer

ATTEST:

[SEAL]

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Indenture  
Trustee

By:   
R. E. Schreiber

Name: \_\_\_\_\_

Title: VICE PRESIDENT

  
Corporate Trust Officer

State of Connecticut )  
County of Hartford ) ss. Hartford, CT

BEFORE ME, the undersigned notary, on this day personally appeared W. R. MUNROE, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is a Trust Officer of The Connecticut National Bank, ("Lessor"), that the above Memorandum of Trust Indenture and Security Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/~~she~~ acknowledged that the execution of the foregoing Memorandum of Trust Indenture and Security Agreement was the free act and deed of the said Lessor.

12th GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1989.

Dolores B. Plourde

NOTARY PUBLIC

DOLORES B. PLOURDE

[SEAL]

My Commission Expires:

My Commission Expires Mar. 31, 1994

Date

State of MARYLAND )  
City )  
County of BALTIMORE ) ss.

BEFORE ME, the undersigned notary, on this day personally appeared R. E. Schreiber, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is a Vice President of Mercantile-Safe Deposit and Trust Company, a Maryland trust company ("Indenture Trustee"), that the above Memorandum of Trust Indenture and Security Agreement was signed on behalf of the Indenture Trustee by authority of the Board of Directors of Indenture Trustee and he/she acknowledged that the execution of the foregoing Memorandum of Trust Indenture and Security Agreement was the free act and deed of the said Indenture Trustee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this  
15th day of December, 1989.

  
\_\_\_\_\_  
NOTARY PUBLIC

[SEAL]

My Commission Expires:

July 1, 1990

Date

SCHEDULE A

400 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
400	Union Tank Car Company	ALAX 61001 - ALAX 61400